

## CONSOLIDATED SCRUTINIZER REPORT

To,

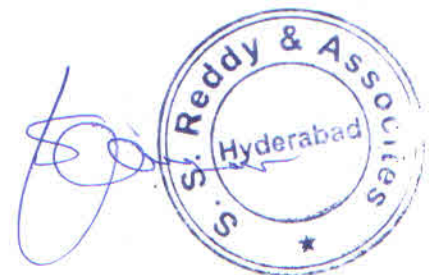
The Chairman  
Vijay Textiles Limited  
Surya Towers, Ground Floor  
104, Sardar Patel Road,  
Secunderabad - 500 003  
Telangana, India.

We, S.S. Reddy & Associates, Practicing Company Secretaries, having office at Plot No. 6-3-354/13, A1, Suryateja Apartments, Hindi Nagar, Panjagutta, Hyderabad – 500034 appointed as the Scrutinizer by the Board of Directors of M/s. Vijay Textiles Limited at their meeting held on 28.07.2016 for the purpose of scrutinizing voting process in respect of below mentioned resolutions at the 26th Annual General Meeting of Equity Shareholders of the Company held on Thursday, 29.09.2016 at 11.00 A.M. at FTAPCCI Auditorium, The Federation of Telangana and Andhra Pradesh Chamber of Commerce & Industry, The Federation House, 11-9-84, Red Hills, Hyderabad – 500004 and concluded at 12.15 P.M. We submit our report as under:

1. In accordance with the Notice of the 26th Annual General Meeting dated 28.07.2016 sent to the shareholders and the Advertisement published pursuant to the Rule 20(3) (V) of the Companies (Management and Administration) Rules, 2014 on 8<sup>th</sup> September, 2016 in "Financial Express" in English and "Nava Telangana" in Telugu, the e-voting opened at 9.00 A.M on 26th September, 2016 and remained open up to 5.00 P.M on 28th September, 2016.
2. The equity shareholders holding shares as on 23.09.2016 was considered as "cut-off date" for purpose of voting on the resolutions stated in the Notice of the Annual General Meeting of the Company.
3. The votes were unblocked and considered on 28<sup>th</sup> September, 2016 after the conclusion of the AGM in presence of two persons, who are not the employees of the Company.

  
U. Satish Kumar

  
Neha.K.



4. The e-voting results/list of equity shareholders who have voted "for and against" were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL). ([www.evotingindia.com](http://www.evotingindia.com)) and the same were handed over to the Chairman.
5. The results of the e-voting and the polling at the Meeting (AGM), for the resolutions starting from serial no. 1 to 11 are passed with the requisite majority, are as under:

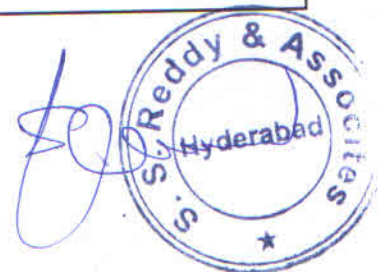
**RESOLUTIONS:**

**1. Approval of financial statements for the year ended 31.03.2016.**

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	6880045	5859215	85.16	5859215	0	100	0
	Poll	6880045	1020830	14.84	1020830	0	100	0
	Total	6880045	6880045	100	6880045	0	100	0
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	4619955	470183	10.18	470153	30	99.993	0.007
	Poll	4619955	461550	9.99	461540	10	99.997	0.003
	Total	4619955	931733	20.17	931693	40	99.996	0.004
Total		11500000	7811778	67.93	7811738	40	99.999	0.001

**2. Appointment of Shri. Susheel Kumar Gupta as Whole-Time Director of the Company who retires by rotation and being eligible offers herself for re- appointment.**

Resolution required: (Ordinary/ Special)		Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes	



Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
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	Poll	6880045	1020830	14.84	1020830	0	100	0
	Total	6880045	6880045	100	6880045	0	100	0
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	4619955	470183	10.18	470153	30	99.993	0.007
	Poll	4619955	461550	9.99	461540	10	99.997	0.003
	Total	4619955	931733	20.17	931693	40	99.996	0.004
Total		11500000	7811778	67.93	7811738	40	99.999	0.001

3. Ratification of the appointment of M/s Laxminiwas & Co., Chartered Accountants as the Statutory Auditors of the Company

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	6880045	5859215	85.16	5859215	0	100	0
	Poll	6880045	1020830	14.84	1020830	0	100	0
	Total	6880045	6880045	100	6880045	0	100	0
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	4619955	470183	10.18	456835	13348	97.16	2.84



	Poll	4619955	461550	9.99	461540	10	99.997	0.003
	Total	4619955	931733	20.17	918375	13358	98.57	1.43
Total		11500000	7811778	67.93	7798420	13358	99.83	0.17

4. Increase in Remuneration to Rs. 3,50,000/- per month of Shri. Vijay Kumar Gupta, Managing Director of the Company

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	6880045	5859215	85.16	5859215	0	100	0
	Poll	6880045	1020830	14.84	1020830	0	100	0
	Total	6880045	6880045	100	6880045	0	100	0
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	4619955	470183	10.18	470153	30	99.993	0.007
	Poll	4619955	461550	9.99	461540	10	99.997	0.003
	Total	4619955	931733	20.17	931693	40	99.996	0.004
Total		11500000	7811778	67.93	7811738	40	99.999	0.001

5. Re-appointment of Shri. Susheel Kumar Gupta, Whole-Time Director of the Company for a period of 5 years w.e.f 01.04.2016 with a remuneration of Rs. 3,50,000/- per month.

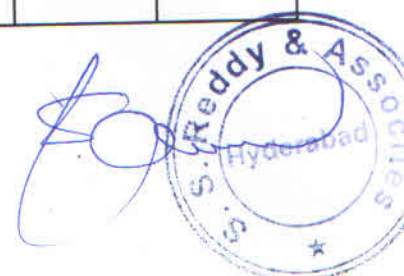
Resolution required: (Ordinary/ Special)		Ordinary	
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes	

*[Signature]*  
 Reddy & A  
 Hyderabad  
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Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	6880045	5859215	85.16	5859215	0	100	0
	Poll	6880045	1020830	14.84	1020830	0	100	0
	Total	6880045	6880045	100	6880045	0	100	0
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	4619955	470183	10.18	470053	130	99.993	0.007
	Poll	4619955	461550	9.99	461540	10	99.997	0.003
	Total	4619955	931733	20.17	931593	140	99.98	0.02
Total		11500000	7811778	67.93	7811638	140	99.998	0.002

6. Increase in Remuneration to Rs. 1,60,000/- per month of Shri. R. Malhotra, Finance Director of the Company.

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	6880045	5859215	85.16	5859215	0	100	0
	Poll	6880045	1020830	14.84	1020830	0	100	0
	Total	6880045	6880045	100	6880045	0	100	0
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	4619955	470183	10.18	456835	13348	97.16	2.84



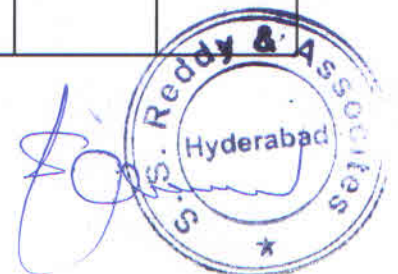
	Poll	4619955	461550	9.99	461540	10	99.997	0.003
	Total	4619955	931733	20.17	918375	13358	98.57	1.43
Total		11500000	7811778	67.93	7798420	13358	99.83	0.17

#### 7. Appointment of Smt. Alka Zanwar as an Independent Director of the Company.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	6880045	5859215	85.16	5859215	0	100	0
	Poll	6880045	1020830	14.84	1020830	0	100	0
	Total	6880045	6880045	100	6880045	0	100	0
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	4619955	470183	10.18	470153	30	99.993	0.007
	Poll	4619955	461550	9.99	461540	10	99.997	0.003
	Total	4619955	931733	20.17	931693	40	99.996	0.004
Total		11500000	7811778	67.93	7811738	40	99.999	0.001

#### 8. Appointment of Shri. Penmetsa Vikram as an Independent Director of the Company.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100



Promoter and Promoter Group	E-Voting	6880045	5859215	85.16	5859215	0	100	0
	Poll	6880045	1020830	14.84	1020830	0	100	0
	Total	6880045	6880045	100	6880045	0	100	0
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	4619955	470183	10.18	470153	30	99.993	0.007
	Poll	4619955	461550	9.99	461540	10	99.997	0.003
	Total	4619955	931733	20.17	931693	40	99.996	0.004
Total		11500000	7811778	67.93	7811738	40	99.999	0.001

9. Adoption of New set of Articles of Association as per Companies Act, 2013.

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	6880045	5859215	85.16	5859215	0	100	0
	Poll	6880045	1020830	14.84	1020830	0	100	0
	Total	6880045	6880045	100	6880045	0	100	0
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	4619955	470183	10.18	470153	30	99.993	0.007
	Poll	4619955	461550	9.99	461540	10	99.997	0.003
	Total	4619955	931733	20.17	931693	40	99.996	0.004
Total		11500000	7811778	67.93	7811738	40	99.999	0.001

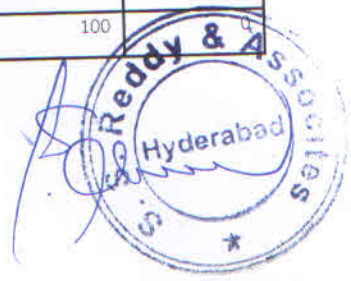


10. Ratification of the appointment of M/s Nageswara Rao & Co, Cost Accountants of the Company

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	6880045	5859215	85.16	5859215	0	100	0
	Poll	6880045	1020830	14.84	1020830	0	100	0
	Total	6880045	6880045	100	6880045	0	100	0
Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	4619955	470183	10.18	470153	30	99.993	0.007
	Poll	4619955	461550	9.99	461540	10	99.997	0.003
	Total	4619955	931733	20.17	931693	40	99.995	0.004
Total		11500000	7811778	67.93	7811738	40	99.999	0.001

11. Issue of 25,00,000 equity shares through preferential issue.

Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	6880045	5859215	85.16	5859215	0	100	0
	Poll	6880045	1020830	14.84	1020830	0	100	0
	Total	6880045	6880045	100	6880045	0	100	0





Public- Institutions	E-Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting	4619955	470183	10.18	456835	13348	97.16	2.84
	Poll	4619955	461550	9.99	461540	10	99.997	0.003
	Total	4619955	931733	20.17	918375	13358	98.57	1.43
Total		11500000	7811778	67.93	7798420	13358	99.83	0.17

6. The above resolutions are passed with requisite majority.

Place: Hyderabad  
Date: 29.09.2016

For S. S. Reddy & Associates

S. Sarveswar Reddy  
Proprietor

Scrutinizer for E- Voting Process  
CP No.7478

